

RECORDATION NO. 20598 - F  
FILED

MAR 09 '10 -10 45 AM

**SURFACE TRANSPORTATION BOARD**

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.

SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1984)

OF COUNSEL  
URBAN A. LESTER

March 9, 2009

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Lease Termination, Release of Liens and Bill of Sale (UPRR 1997-B), dated as of March 9, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Lease Agreement and Mortgage and Security Agreement and related documents previously filed with the Board under Recordation Number 20598.

The names and addresses of the parties to the enclosed document are:

Lessee: Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, NE 68179

Lessor: ORIX Pluto Corporation  
4-1 Hamamatsucho 2-chome  
Minato-ku  
Tokyo, Japan

Security Trustee: The Bank of New York Mellon Trust  
Company, N.A. (successor in interest to  
Harris Trust and Savings Bank)  
2 North LaSalle Street  
Chicago, IL 60602

Section Chief  
March 9, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

39 locomotives RELEASED: UP 6550 - UP 6569 and within the series UP 8089 - UP 8111 as more particularly set forth in the attachment to the document

A short summary of the document to appear in the index follows:

Lease Termination, Release of Liens and Bill of Sale (UPRR 1997-B).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized, flowing script.

Y Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO. 20598-F FILED

MAR 09 '10 -10 45 AM

SURFACE TRANSPORTATION BOARD

EXECUTION VERSION

(UPRR 1997-B)

LEASE TERMINATION,  
RELEASE OF LIENS  
AND  
BILL OF SALE

Dated as of March 9, 2010

among

UNION PACIFIC RAILROAD COMPANY

as Lessee

ORIX PLUTO CORPORATION

as Lessor

and

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.  
(successor to HARRIS TRUST AND SAVINGS BANK)

as Security Trustee

THIS AGREEMENT SHALL BE FILED WITH THE SURFACE TRANSPORTATION BOARD AND DEPOSITED IN THE OFFICE OF THE REGISTRAR GENERAL OF CANADA, AND UPON SUCH FILING, EACH OF THE DOCUMENTS DESCRIBED ON EXHIBIT B ATTACHED HERETO, AND THE INTERESTS OF THE PARTIES EVIDENCED THEREBY, SHALL BE TERMINATED OR RELEASED, AS THE CASE MAY BE, WITH RESPECT TO THE EQUIPMENT DESCRIBED ON EXHIBIT A ATTACHED HERETO.

Lease Termination, Release of Liens and Bill of Sale  
Orix Pluto/Union Pacific

THIS LEASE TERMINATION, RELEASE OF LIENS AND BILL OF SALE (this "Agreement"), dated as of March 9, 2010 among UNION PACIFIC RAILROAD COMPANY, a Delaware corporation (the "Lessee"), ORIX PLUTO CORPORATION, a corporation formed under the laws of Japan, (the "Lessor" or the "Borrower") and THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor to HARRIS TRUST AND SAVINGS BANK), a national banking association (the "Security Trustee").

WITNESSETH

WHEREAS, the Lessor and the Lessee have heretofore entered into (i) a Lease Agreement (UPRR 1997-B) (the "Lease") dated as of March 7, 1997, (ii) a Lease Supplement No. 1 (the "Lease Supplement") thereto dated as of March 26, 1997 and (iii) a Lessor Security Agreement (the "Lessor Security Agreement") dated as of March 7, 1997;

WHEREAS, the Borrower and the Security Trustee have heretofore entered into (i) a Mortgage and Security Agreement (UPRR 1997-B) (the "Mortgage") dated as of March 7, 1997 and (ii) a Mortgage Supplement No. 1 (the "Mortgage Supplement") thereto dated as of March 26, 1997;

WHEREAS, the Lessor and the Security Trustee have heretofore entered into a Memorandum of Lease Assignment (UPRR 1997-B) (the "Assignment"), dated as of March 26, 1997;

WHEREAS, the Lease provides for the transfer of all of the Lessor's right, title and interest in and to the Locomotives listed on Exhibit A attached hereto and incorporated herein by this reference (the "Equipment") and for the termination of the Lease should Lessee exercise its purchase option in accordance with Section 19 of the Lease; and

WHEREAS, the Lessee provided notice to Lessor dated December 10, 2009 that it has elected to exercise its purchase option and has paid the Purchase Price in full in accordance with Section 19 of the Lease;

NOW THEREFORE, in consideration of the premises and for good and sufficient consideration, the parties hereto hereby agree as follows:

1. Capitalized terms used herein without definition shall have the respective meanings set forth in the Lease.

2. The Lessor does hereby acknowledge the Lessee's payment of the Purchase Price; and (a) any and all Liens under the Lessor Security Agreement are hereby released and canceled; and (b) the Lease and the Lease Supplement are hereby terminated and canceled with respect to the Equipment, and the Lessor does hereby grant, bargain, sell, transfer and convey unto the Lessee without recourse or warranty except as provided in this paragraph all of its right, title and interest in and to the Equipment, including any and all rights in the Assignment, "as is, where is," free and clear of all right, title and interest of the Lessor and the Lessor's Liens, to have and to hold all and singular the Equipment unto the Lessee, its successors and assigns forever; provided that the Lessee agrees that nothing contained herein shall prejudice those rights of the Lessor which are intended under the Lease to survive the termination thereof.

3. This Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument

Lease Termination, Release of Liens and Bill of Sale  
Orix Pluto/Union Pacific

4. This Agreement shall be filed with the Surface Transportation Board and deposited in the Office of the Registrar General of Canada, and upon such filing, each of the documents described on Exhibit B attached hereto, and the interests of the parties evidenced thereby, shall be terminated or released, as the case may be, with respect to the Equipment described on Exhibit A attached hereto.

5. This Agreement shall be governed by and construed in accordance with the laws of New York.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

UNION PACIFIC RAILROAD COMPANY,  
as Lessee

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: Assistant Treasurer

ORIX PLUTO CORPORATION,  
as Lessor

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

THE BANK OF NEW YORK MELLON TRUST  
COMPANY, N.A., (successor to HARRIS TRUST AND  
SAVINGS BANK),  
as Security Trustee

By: \_\_\_\_\_

Name: D. G. Donovan

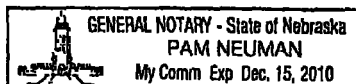
Title: Vice President

Lease Termination, Release of Liens and Bill of Sale  
Orix Pluto/Union Pacific

State of Nebraska     )  
                              )  
County of Douglas    )     ss

On this 24th day of February, 2010, before me, a notary public, personally appeared Gary W. Gross, to me personally known, who being by me duly sworn says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)



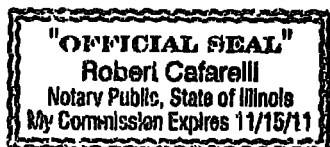
Pam Neuman  
Notary Public

My Commission Expires. 12-15-2010

State of Illinois     )  
                              )  
County of Cook       )     ss

On this 23 day of February, 2010, before me, a notary public, personally appeared D. G. DONOVAN, to me personally known, who being by me duly sworn says that he is the Vice President of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., (successor to HARRIS TRUST AND SAVINGS BANK) as Security Trustee and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)



[Signature]  
Notary Public

My Commission Expires:

Lease Termination, Release of Liens and Bill of Sale  
Orix Pluto/Union Pacific

4. This Agreement shall be filed with the Surface Transportation Board and deposited in the Office of the Registrar General of Canada, and upon such filing, each of the documents described on Exhibit B attached hereto, and the interests of the parties evidenced thereby, shall be terminated or released, as the case may be, with respect to the Equipment described on Exhibit A attached hereto.

5. This Agreement shall be governed by and construed in accordance with the laws of New York.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

UNION PACIFIC RAILROAD COMPANY,  
as Lessee

By: \_\_\_\_\_  
Name:  
Title: Assistant Treasurer

ORIX PLUTO CORPORATION,  
as Lessor

By:  \_\_\_\_\_  
Name: Hideyuki Yamanaka  
Title: Director

THE BANK OF NEW YORK MELLON TRUST  
COMPANY, N.A., (successor to HARRIS TRUST AND  
SAVINGS BANK),  
as Security Trustee

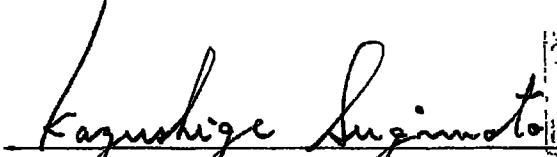
By: \_\_\_\_\_  
Name:  
Title:

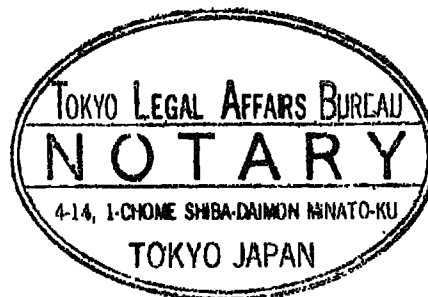
Registered no. / 44

NOTARIAL CERTIFICATE

I, the undersigned NOTARY, do hereby certify that Mr. Hideyuki Yamanaka, Director of ORIX Pluto Corporation (the "Company"), who has been duly authorized to execute and deliver the attached instrument (Lease Termination, Release of Liens and Bill of Sale) for and on behalf of the Company, being legally established and existing under the laws of Japan and having its registered head office at 4-1, Hamamatsucho 2-chome, Minato-ku, Tokyo, Japan, has executed in my very presence the attached Lease Termination, Release of Liens and Bill of Sale.

Dated this 19<sup>th</sup> day of February, 2010

  
KAZUSHIGE SUGIMOTO  
NOTARY  
TOKYO LEGAL AFFAIRS BUREAU, JAPAN





認 証

囑託人 オリックス・ブルート有限会社取締役山中秀介は、  
別紙編綴の証書における署名が自己のものに相違ない旨  
本公証人の面前で自認した。

よって、これを認証する。

平成22年 2 月 19 日、本公証人役場において

東京都港区芝大門1丁目4番14号

東京法務局所属

公 証 人

Notary

杉本 重一

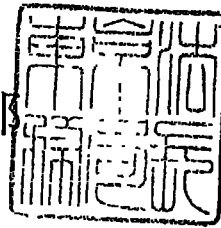
KAZUSHIGE SUGIMOTO

証 明

上記署名は、東京法務局所属公証人の署名に相違ないものであり、かつ、その押印は、  
真実のものであることを証明する。

平成22年 2 月 19 日

東京法務局長 山舗 弥一郎



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1 Country: JAPAN

This public document

2. has been signed by KAZUSHIGE SUGIMOTO

3. acting in the capacity of Notary of the Tokyo Legal Affairs Bureau

4. bears the seal/stamp of KAZUSHIGE SUGIMOTO, Notary

Certified

5. at Tokyo

6. FEBRUARY 19, 2010

7. by the Ministry of Foreign Affairs

8. 10- NO 021360

9 Seal/stamp

10. Signature



K. Oyabe

Kazutoyo OYABE

For the Minister for Foreign Affairs

Lease Termination, Release of Liens and Bill of Sale  
Orix Pluto/Union Pacific

Exhibit A

**SCHEDULE OF EQUIPMENT**

<u>Description</u>	<u>Quantity</u>	<u>Road Number</u>
General Electric AC 4400 CW Diesel Electric Locomotives	20	UP 6550 – 6569, inclusive
General Motors Corporation (Electro-Motive Division) Model SD-90 MAC Diesel Electric Locomotives	19	UP 8089, 8091; 8093; 8095; 8097 – 8111, inclusive

Lease Termination, Release of Liens and Bill of Sale  
Orix Pluto/Union Pacific

**Exhibit B**  
Page 1 of 2

**ORIGINAL SURFACE TRANSPORTATION BOARD FILINGS**

<b><u>Description</u></b>	<b><u>Filing Date</u></b>	<b><u>Recordation Number</u></b>
Memorandum of Lease Agreement (UPRR 1997-B) between Orix Pluto Corporation, as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of March 26, 1997	March 25, 1997	20598
Memorandum of Mortgage and Security Agreement (UPRR 1997-B) between Orix Pluto Corporation, as Borrower and Harris Trust and Savings Bank, as Security Trustee, dated as of March 26, 1997	March 25, 1997	20598-A
Memorandum of Lease Supplement No. 1 (UPRR 1997-B) between Orix Pluto Corporation, as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of March 26, 1997	March 25, 1997	20598-B
Memorandum of Mortgage Supplement No. 1 (UPRR 1997-B) between Orix Pluto Corporation, as Borrower, and Harris Trust and Savings Bank, as Security Trustee, dated as of March 26, 1997	March 25, 1997	20598-C
Memorandum of Lease Assignment (UPRR 1997-B) between Orix Pluto Corporation, as Lessor, and Harris Trust and Savings Bank, as Security Trustee, dated as of March 26, 1997	March 25, 1997	20598-D
Memorandum of Lessor Security Agreement (UPRR 1997-B) between Orix Pluto Corporation, as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of March 26, 1997	March 25, 1997	20598-E

Lease Termination, Release of Liens and Bill of Sale  
Orix Pluto/Union Pacific

Exhibit B  
Page 2 of 2

ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS

<u>Description</u>	<u>Filing Date</u>	<u>Document Key</u>
Memorandum of Lease Agreement (UPRR 1997-B) between Orix Pluto Corporation, as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of March 26, 1997	March 25, 1997	10251
Memorandum of Mortgage and Security Agreement (UPRR 1997-B) between Orix Pluto Corporation, as Borrower and Harris Trust and Savings Bank, as Security Trustee, dated as of March 26, 1997	March 25, 1997	10250
Memorandum of Lease Supplement No. 1 (UPRR 1997-B) between Orix Pluto Corporation, as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of March 26, 1997	March 25, 1997	10249
Memorandum of Mortgage Supplement No. 1 (UPRR 1997-B) between Orix Pluto Corporation, as Borrower, and Harris Trust and Savings Bank, as Security Trustee, dated as of March 26, 1997	March 25, 1997	10248
Memorandum of Lease Assignment (UPRR 1997-B) between Orix Pluto Corporation, as Lessor, and Harris Trust and Savings Bank, as Security Trustee, dated as of March 26, 1997	March 25, 1997	10247
Memorandum of Lessor Security Agreement (UPRR 1997-B) between Orix Pluto Corporation, as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of March 26, 1997	March 25, 1997	10246

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated: 3/9/10



\_\_\_\_\_  
Robert W Alvord